



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 39th Annual General Meeting of the shareholders of Pak Suzuki Motor Company Limited will be held virtually via video link facility on Tuesday, April 26, 2022 at 10:00 a.m. to transact the following business:

ORDINARY BUSINESS

- To confirm minutes of Annual General Meeting held on April 22, 2021.
- To confirm minutes of Extra Ordinary General Meeting held on August 31, 2021.
- To receive, consider and adopt the audited accounts of the Company for the year ended December 31, 2021, together with Directors' and Auditors' reports thereon.
- To approve the payment of final cash dividend at the rate of Rs. 6.5 per share i.e. 65% for the year ended December 31, 2021 as recommended by the Board of Directors.
- To appoint auditors for the year ending December 31, 2022 and fix their remuneration. Messrs KPMG Taseer Hadi & Co., Chartered Accountants, retire and being eligible have offered themselves for re-appointment.

SPECIAL BUSINESS

- To ratify and approve transactions conducted with the Related Parties for the year ended December 31, 2021 by passing the following special resolution with or without modification:

"Resolved that the transactions conducted with the Related Parties as disclosed in the note 44 of the audited financial statements for the year ended December 31, 2021 and specified in the Statement of Material Facts under Section 134(3) be and are hereby ratified, approved and confirmed."
- To authorize the Board of Directors of the company to approve transaction with the Related Parties for the financial year ending December 31, 2022 by passing the following special resolution with or without modification:

"Resolved that the Board of Directors of the company be and is hereby authorized to approve the transactions to be conducted with the related parties for the financial year ending December 31, 2022."

"Further resolved that these transactions by the Board of Directors shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next Annual General Meeting for their formal ratification / approval."

A Statement of Material Facts under Section 134(3) (b) of The Companies Act 2017 covering the above-mentioned special businesses is being sent to the shareholders along with a copy of this notice.

ANY OTHER BUSINESS

- To consider any other business with the permission of the Chair.

BY ORDER OF THE BOARD

ABDUL NASIR
COMPANY SECRETARY

Karachi April 04, 2022

Notes:

- The share transfer books of the Company will remain closed from April 08, 2022 to April 26, 2022 (both days inclusive) and no transfer will be accepted for registration during this period. Transfers received in office till close of business on April 18, 2022 will be accepted for transfer.
- Only those persons whose names appear in the Register of Members of the Company as at April 18, 2022 will be entitled to attend / participate in / vote at the Annual General Meeting and for the purpose of payment of first dividend to the transferees.
- An instrument of proxy applicable for the Meeting is being provided with the Notice sent to members. Further copies of the instrument of proxy may be obtained from the Registered Office of the Company during normal office hours. Proxy form may also be downloaded from the Company's website: <http://www.suzukipakistan.com>
- A member entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend the meeting and vote for him/her. Proxy in order to be effective must be received by the Company not less than 48 hours before the meeting.
- As per section 72 of the Companies Act 2017, the company is required to replace its physical shares with the book entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of this Act.

The shareholders holding physical shareholding are encouraged to open account with the Central Depository Company (CDC) to place their physical share into scripless form.

- Members are requested to notify changes in their address, if any, to the Company's share registrar CDC Share Registrar Services Limited, CDC House, 6B-B, Block 'B', S.M.C.H.S. Main Shahrah-e-Faisal, Karachi - 74400
- CDC Account Holders will further have to follow the under mentioned guidelines as laid down in the Circular 1 dated January 26, 2020 issued by the Securities and Exchange Commission of Pakistan.

For Attending the Meeting

- In case of individuals, the account holders or sub-account holders and/ or the person whose securities are in group account and their registration detail are uploaded as per the regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the Meeting.
- In case of corporate entity, the Board of Directors' resolution/power of attorney in favor of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

For Appointing Proxies

- In case of individuals, the account holders or sub-account holders and/ or the person whose securities are in group account and their registration detail is uploaded as per the regulations, shall submit the proxy form as per the above requirement.
 - The proxy form shall be witnessed by the person whose name, address and CNIC number shall be mentioned on the form.
 - Attested copies of CNIC or the passport of the beneficial owner and the proxy shall be furnished with the proxy form.
 - The proxy shall produce his / her original CNIC or original passport at the time of Meeting.
 - In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.
- SECP vide its SRO 77(1)/2011 dated August 18, 2011 has made it mandatory for the companies to provide CNIC numbers of the shareholders on dividend warrants. Therefore, members who have not yet submitted photocopies of their valid CNICs to the Company are again requested to immediately submit the same directly to Company's share registrar CDC Share Registrar Services Limited, CDC House, 6B-B, Block 'B', S.M.C.H.S. Main Shahrah-e-Faisal, Karachi - 74400. Dividend Warrants of the shareholders who will not submit the copies of their CNICs will be withheld by the Company.

- Under the provisions of Section 242 of the Companies Act, 2017, it is mandatory for a listed Company to pay cash dividend to its shareholders only through electronic mode directly into bank account designated by the entitled shareholders. In order to receive dividends directly into their bank account, shareholders who own physical shares, are requested to fill in Electronic Mandate Form available on Company's website and send duly signed form along with a copy of CNIC to the Registrar of the Company. In case shares are held in CDC then Electronic Mandate Form must be submitted directly to shareholder's bank/participating CDC account services.

- Dividend income on shares is liable to deduction of withholding tax under Section 150 of the Income Tax Ordinance, 2001. Withholding of tax on dividend based on 'Active' and 'Non-Active' status of shareholders shall be @ 15% and 30% respectively.

'Active' means a person whose name appears on the Active Taxpayers List available at a portal of FBR (<http://www.fbr.gov.pk>) and 'Non-Active' means a person whose name does not appear on the Active Taxpayers List.

Further, according to clarification received from Federal Board of Revenue (FBR), withholding tax will be determined separately on Active / Non-Active status of principal shareholder as well as joint holder(s) based on their shareholding proportions, in case of joint accounts.

All shareholders who hold shares with joint shareholding are requested to provide shareholding proportions of principal shareholder and joint holder(s) in respect of shares held by them to our share registrar by the close of business on April 18, 2022, as per the following format:

Name of Principal Shareholders/Joint Holders	Shareholding proportions (%)	CNIC No. (Copy to be attached)	Photo / CDC Account No.	Total Shares	Signature
--	------------------------------	--------------------------------	-------------------------	--------------	-----------

- Members can avail video conference facility. In this regard, please fill the following and submit to registered address of the Company 10 days before holding of the Meeting. If the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location other than Karachi, to participate in the meeting through video conference at least 10 days prior to date of the meeting, the Company will arrange video conference facility in the city subject to availability of such facility in that city.

In this regard, members are requested to send duly signed request as per the following format:
"I/We, _____ of _____ being a member/s of Pak Suzuki Motor Company Limited, holder of _____ ordinary share(s) as per Registered Folio No. _____ hereby opt for video conference facility at _____"

In pursuance of SECP's Circular No. 3 dated March 17, 2020, Circular No. 10 dated April 1, 2020, Circular No. 33 dated November 05, 2020, Circular No. 4 of 2021 dated February 15, 2021 and Circular No. 4 of 2021 dated March 04, 2021 respectively, pertaining to Regulatory Relief to divide the Impact of Corona Virus (COVID 19) for the Corporate Sector, Companies have been advised to modify their usual planning for annual general meetings for the well being of the shareholders and avoid large gatherings by provision of video link facilities.

In the wake of prevailing situation due to the 5th wave of COVID-19/OMICRON, the Company intends to convene this AGM with minimal physical interaction with shareholders while ensuring compliance with quarantine requirements and requests the Members to consolidate their attendance and voting at the AGM through proxies. The Company has therefore made arrangements to ensure that all participants, including shareholders, can also participate in the AGM proceedings via video link. We recognize that our shareholders value the AGM as an opportunity to engage with the Board; however, the Company must ensure to put safety first and protect all stakeholders in these exceptional circumstances.

The shareholders who are willing to attend and participate at the meeting through video link are required to register their particulars by sending an email at companysecretary@psmk.com.pk. Such shareholders are requested to register by providing their details such as Name, Photo Number, Scanned copy of CNIC (both sides), Cell phone number and Number of shares held in their name through email with the subject "Registration for PSMG AGM". Video link and login details will be shared with only those members whose emails, containing all the required particulars are received at the given email address before 05:00 pm on April 24, 2022. The members can also provide their comments and suggestion to the agenda item of the AGM at the email address: companysecretary@psmk.com.pk

The login facility will be opened at 9:45 a.m. on April 26, 2022 enabling the shareholders to join the meeting which will start at 10:00 a.m. sharp.

- Notes of the Annual General Meeting and Annual Report of the company for the year ended December 31, 2021 have been placed on the website of the company: <http://www.suzukipakistan.com>